

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your warrants or shares in **China Soft Power Technology Holdings Limited**, you should at once hand this circular to the purchaser or to the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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China Soft Power Technology Holdings Limited

中國軟實力科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

(Stock Code of Warrants: 1436)

Executive Directors:

Mr. Wei Zhenyu (*Chairman*)
Mr. Li Yunfeng
Mr. Wang Haixiong

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-executive Directors:

Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Frank H. Miu
Mr. Tsang Wing Ki

*Head office and principal place
of business in Hong Kong:*

Room 1603-05
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

2 March 2016

*To the holders of the Warrants and, for information only,
the shareholders of the Company*

**EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING
TO THE WARRANTS
(WARRANT CODE: 1436)**

The board of directors (the “**Board**”) of China Soft Power Technology Holdings Limited (“**Company**”) would like to remind holders of the existing outstanding warrants of the Company (warrant code: 1436) (the “**Warrants**”) carrying rights to subscribe in cash for new shares of HK\$0.01 each of the Company (each, a “**Share**”) at the adjusted subscription price of HK\$0.068 per Share that in accordance with the terms and conditions of the instrument constituting the Warrants dated 8 April 2015, the subscription rights attaching to the Warrants will expire **after close of business on Thursday, 7 April 2016**. Any subscription rights attaching to the Warrants which have not been exercised by such time will lapse and the warrant certificates will cease to be valid for any purpose.

In respect of the expiry of the Warrants, the Company has made the following arrangements regarding dealings, transfers and exercise of the subscription rights attaching to the Warrants:

1. TRADING AND LISTING

The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) will be **Friday, 1 April 2016** and trading of the Warrants on the Stock Exchange will cease **after 4:00 p.m. on Friday, 1 April 2016**. The listing of the Warrants will be withdrawn from the Stock Exchange **after 4:00 p.m. on Thursday, 7 April 2016**.

Application has been made to the Stock Exchange for the withdrawal of the listing of the Warrants with effect from **4:00 p.m. on Thursday, 7 April 2016**.

2. EXERCISE OF SUBSCRIPTION RIGHTS

Registered holders of the Warrants who wish to exercise the subscription rights attaching to the Warrants (the “**Subscription**”) must lodge with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited (“**Registrar**”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong **before close of business on Thursday, 7 April 2016**:

- (a) the relevant certificate(s) for the Warrants;
- (b) the duly completed and signed subscription form(s); and
- (c) remittances for the relevant exercise moneys.

Holders of the Warrants who have not registered the Warrants in their names and wish to effect the Subscription must lodge with the Registrar at the above-mentioned address the following documents **before close of business on Thursday, 7 April 2016**:

- (a) the relevant certificate(s) for the Warrants;
- (b) the relevant duly executed and stamped instrument(s) of transfer and/or other document(s) of title;
- (c) the duly completed and signed subscription form(s); and
- (d) remittances for the relevant exercise moneys.

Subscription forms and all other relevant documents in relation to the Warrants received by the Registrar after **close of business on Thursday, 7 April 2016** will not be regarded as valid and will not be accepted. Under the terms of the instrument constituting the Warrants, new Shares will be allotted and issued not later than 21 days after the date of exercise of the subscription rights (“**Subscription Date**”) attaching to the Warrants. Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank pari passu in all respects with the fully paid Shares in issue on the relevant Subscription Date.

The closing prices of the Shares and the Warrants as quoted on the Stock Exchange as at 29 February 2016, being the latest practicable date prior to the printing of this circular, were HK\$0.39 per Share and HK\$0.43 per unit of Warrant respectively.

Holders of the Warrants who are in doubt as to their position or the action to be taken should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully,
By order of the Board
China Soft Power Technology Holdings Limited
Wei Zhenyu
Chairman